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## SHARE CAPITAL

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### SHARE CAPITAL

The authorised and issued share capital of our Company immediately following completion of the Subdivision, the increase of authorised share capital of our Company (as detailed in the sub-section “*History, Reorganisation and Group Structure – The Reorganisation – Reorganisation*” of this prospectus), the Placing and the Capitalisation Issue will be as follows:

<i>Authorised share capital:</i>		<i>HK\$</i>
2,000,000,000	Shares of HK\$0.01 each	<u>20,000,000.00</u>
 <i>Issued, fully paid or credited as fully paid:</i>		
60,000,040	Shares in issue as at the date of this prospectus	600,000.40
539,999,960	Shares to be issued pursuant to the Capitalisation Issue	5,399,999.60
<u>200,000,000</u>	Shares to be issued pursuant to the Placing	<u>2,000,000.00</u>
<u>800,000,000</u>	Shares	<u>8,000,000.00</u>

### ASSUMPTION

The above table assumes the Placing and the Capitalisation Issue will become unconditional and the issue of Shares pursuant thereto is made. The table takes no account of any Shares which may be issued or repurchased under the general mandates given to our Directors to issue or repurchase Shares, and any Shares which may fall to be allotted and issued upon the exercise for options which may be granted under the Share Option Scheme.

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of the Listing and at all times thereafter, our Company must maintain the “minimum prescribed percentage” of 25% of the total number of issued Shares in the hands of the public (as defined in the GEM Listing Rules).

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## SHARE CAPITAL

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### RANKING

The Placing Shares are ordinary Shares in the share capital of our Company and will rank *pari passu* in all respects with all other Shares currently in issue or to be issued as mentioned in this prospectus and, will rank equally for all dividends and other distributions declared, paid or made on the Shares in respect of a record date which falls after the date of this prospectus save for any entitlement under the Capitalisation Issue.

### GENERAL MANDATE TO ISSUE SHARES

Our Directors have been granted, upon the Placing become unconditional, a general unconditional mandate to allot, issue and deal with an aggregate number of Shares not exceeding the sum of:

- (i) 20% of the total number of the Shares in issue immediately following completion of the Placing and the Capitalisation Issue; and
- (ii) the number of Shares repurchased by our Company pursuant to the mandate referred to in the sub-section headed “– *General Mandate to Repurchase Shares*” in this section.

Our Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue, or deal in the Shares under a rights issue, or any scrip dividend shares or similar arrangement providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or upon the exercise of any options which may be granted under the Share Option Scheme or other similar arrangement.

This mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of our Company; or
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (c) the passing of any ordinary resolution of our Shareholders in a general meeting revoking, varying or renewing such mandate.

Please see the sub-section headed “*Appendix IV – Statutory and General Information – A. Further Information about Our Company – 3. Resolutions in Writing of All Our Shareholders Passed on 23 September 2015*” of this prospectus for further details of this general mandate.

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## SHARE CAPITAL

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### GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the total number of Shares in issue and to be issued immediately following completion of the Placing and the Capitalisation Issue.

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the sub-section headed “*Appendix IV – Statutory and General Information – A. Further Information about Our Company – Repurchase of Shares of Shares by Our Company*” of this prospectus.

This mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of our Company; or
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws of the Cayman Islands to be held to hold its next annual general meeting; or
- (c) the passing of any ordinary resolution of our Shareholders in a general meeting revoking, varying or renewing such mandate.

### CIRCUMSTANCES WHERE MEETINGS OF THE COMPANY ARE REQUIRED

Our Company has only one class of shares, namely ordinary shares, each of which ranks *pari passu* with the other shares.

There are certain circumstances where annual general meetings or extraordinary general meetings of our Company are required under our Articles and the GEM Listing Rules. A general summary of such circumstances are set out below:

- an annual general meeting of the Company must be held in each year, other than the year of adoption of the Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or a period of eighteen (18) months from the date of adoption of the Articles, unless a longer period would not infringe the rules of any Designated Stock Exchange (as defined in the Articles)) at such time and place as may be determined by the Board.

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## SHARE CAPITAL

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- the Board may, at its discretion, call extraordinary general meetings. However, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of our Company (the “**requisitionist**”) shall have the right, by written requisition to the Board or the secretary of our Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself/herself/itself/ themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by our Company.

Other than the above circumstances, certain corporate actions may require the approval of members, which would be obtained at a general meeting. For details, please refer to the section headed “*Appendix III – Summary of the Constitution of our Company and Cayman Islands Companies Law*” of this prospectus.

### SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the sub-section headed “*Appendix IV – Statutory and General Information – D. Other Information – 1. Share Option Scheme*” of this prospectus.